INLAND GROUP INC Form 4/A May 01, 2009

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB Number:

3235-0287

0.5

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005
Estimated average

Section 16. Form 4 or Form 5 obligations may continue.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

SECURITIES

burden hours per response...

See Instruction 1(b).

(C:+-)

(Ctata)

(7:-

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading GOODWIN DANIEL L Issuer Symbol INLAND REAL ESTATE CORP (Check all applicable) [IRC] (Last) (First) (Middle) 3. Date of Earliest Transaction _X__ Director _X__ 10% Owner __ Other (specify Officer (give title (Month/Day/Year) below) 2901 BUTTERFIELD RD 03/02/2007 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) Form filed by One Reporting Person 03/02/2007 _X_ Form filed by More than One Reporting OAK BROOK, IL 60523 Person

(City)	(State) (A	Table	I - Non-D	erivative S	ecurit	ties Acquire	d, Disposed of, o	r Beneficially	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securiti or Disposo (Instr. 3, 4)	ed of (5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
COMMON STOCK (1)	03/01/2007		P	20,000	A	\$ 19.2964	6,542,091	I	Purchased by Eagle Financial Corporation (2) (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474

(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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Date

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerci	isable and	7. Title	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onNumber	Expiration Da	te	Amour	nt of	Derivative	I
Security	or Exercise		any	Code	of	(Month/Day/Y	(ear)	Underl	lying	Security	5
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						1
					(A) or						1
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
GOODWIN DANIEL L 2901 BUTTERFIELD RD OAK BROOK, IL 60523	X	X					
INLAND GROUP INC 2901 BUTTERFIELD OAK BROOK, IL 60523		X					
INLAND REAL ESTATE INVESTMENT CORP 2901 BUTTERFIELD ROAD OAK BROOK, IL 60523		X					

Signatures

DANIEL L. GOODWIN /S/ DANIEL L. GOODWIN				
**Signature of Reporting Person	Date			
THE INLAND GROUP, INC. /S/ DANIEL L. GOODWIN, PRESIDENT	04/30/2009			
**Signature of Reporting Person	Date			
INLAND REAL ESTATE INVESTMENT CORPORATION /S/ ROBERT S. MATLIN, SENIOR VICE PRESIDENT	04/30/2009			

**Signature of Reporting Person

Explanation of Responses:

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Reporting Owners 2

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- This line item is being reported again solely to gain access to the electronic filing system. The number of securities beneficially owned in column 5 reflects the number reported in the Form 4 filed by Daniel L. Goodwin on 3/2/2007. Daniel L. Goodwin is the controlling
- (1) shareholder of The Inland Group, Inc. ("TIGI"), which in turn wholly owns Inland Real Estate Investment Corporation ("IREIC"), Eagle Financial Corporation ("Eagle") and Inland Mortgage Investment Corporation ("IMIC"). IREIC wholly owns Partnership Ownership Corporation ("POC"), Inland Investment Stock Holding Company ("IISHC"), and Inland Investment Advisors ("Advisor").
- Advisor shares voting and dispositive control over Inland Real Estate Corporation securities held in the accounts of its clients. Advisor is entitled to receive performance-based fees in return for services provided with respect to the separate accounts of certain of its clients pursuant to Investment Advisory Agreements with those clients. Mr. Goodwin, TIGI and IREIC disclaim beneficial ownership of these shares except to the extent Advisor receives performance-based fees.
 - TIGI beneficially owns 9,091 shares of IRC common stock directly. IREIC does not beneficially own any IRC shares of common stock directly. Transactions in Inland Real Estate Corporation securities by IMIC, POC, IISHC, Eagle and Advisor have been described in the
- (3) footnotes to Daniel L. Goodwin's Sec. 16 filings. This Form 4 is being amended solely to clarify that TIGI and IREIC should be deemed joint reporting persons with Mr. Goodwin on all Form 4s filed or amended by Mr. Goodwin after March 2, 2007. The information set forth herein should be deemed incorporated into all Form 4s filed or amended by Mr. Goodwin after March 2, 2007.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.